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and

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Attorneys for The Timken Company, Superior
Industries International, Inc., Discovery
Communications, LLC, Harman Becker
Automotive Systems and its affiliated
companies, Toyota Boshoku America, Inc.,
and JJF Management Services, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

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**VERIFIED STATEMENT OF ARENT FOX LLP PURSUANT TO
RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

James M. Sullivan on behalf of Arent Fox LLP ("Arent Fox") makes the following statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedures, in connection with Arent Fox's representation of certain creditors of General Motors Corporation and its debtor affiliates (the "Debtors"):

1. I am a partner at the law firm Arent Fox LLP ("Arent Fox") and an attorney in good standing admitted to practice before this Court.

NYC/436212.3

2. Arent Fox has been retained to represent the following entities (the “Entities”) in the Debtors’ chapter 11 cases:

- a. The Timken Company
1835 Dueber Ave. SW
Canton, OH 44706
- b. Superior Industries International, Inc.
315 East State Highway 28
P.O. Box 684
Morris, MN 56267
- c. Discovery Communications, LLC
One Discovery Place
Silver Spring, MD 20910
- d. Harman Becker Automotive Systems (and affiliated companies)
39001 West Twelve Mile Road
Farmington Hills, MI 48331
- e. Toyota Boshoku America, Inc.
28000 West Park Drive
Novi, MI 48377
- f. JJF Management Services, Inc.
11411 Rockville Pike
Kensington, MD 20895

3. Each of the Entities may hold claims against the Debtors arising out of applicable agreements, law or equity pursuant to their relationships with the Debtors. The amounts of the claims held by each of the Entities have not yet been determined and none of the Entities have filed a proof of claim against any of the Debtors as of the time of filing of this statement.

4. The following are the facts and circumstances in connection with Arent Fox’s employment in these cases. Arent Fox was retained by each of the Entities for representation in connection with the Debtors’ chapter 11 cases. The Timken Company, Superior Industries International, Inc, Harman Becker Automotive Systems and its affiliated companies, and Toyota Boshoku America, Inc. are each suppliers of the Debtors and creditors in the chapter 11 cases. Discovery Communications, LLC is a supplier of services and a creditor in the chapter 11 cases.

JJF Management Services, Inc. is the management company for affiliated companies who are parties to contracts with the Debtor.

5. The Entities may hold claims against the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Arent Fox's representation of the Entities.

6. Arent Fox also represents or advises, or may have represented or advised, other parties in interest with respect to these cases that have not been included in this statement because those parties do not currently intend to appear in the cases or such representations have concluded.

7. Upon information and belief, Arent Fox does not possess any claims against or interests in the Debtors.¹

8. The undersigned certifies that this statement is true and accurate, to the best of his knowledge and belief. Arent Fox reserves the right to revise and supplement this statement as appropriate.

Dated: New York, New York
June 29, 2009

ARENT FOX LLP
Attorneys for The Timken Company,
Superior Industries International, Inc.,
Discovery Communications, LLC,
Harman Becker Automotive Systems and
its affiliated companies, Toyota Boshoku
America, Inc., and JJF Management
Services, Inc.

By: /s/ James M. Sullivan
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¹ However, partners, associates and staff of Arent Fox may, in their individual capacities, hold claims against and/or interests in the Debtors.